

**FILED**  
In the Office of the  
Secretary of State of Texas

FEB 20 2007

**Corporations Section**

STATE OF TEXAS  
ARTICLES OF MERGER OF  
COASTAL TOWING, INC.  
(a Texas Corporation)  
INTO  
KIRBY INLAND MARINE, LP  
(a Delaware Limited Partnership)

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act (the "TBCA"), the undersigned entity executed the following Articles of Merger for the purpose of effecting a merger of subsidiary entities in accordance with the provisions of Article 5 of the TBCA.

1. The name of each of the undersigned entities that is a party to the merger, the type of such entity and the laws under which such entity is organized are:

<u>Name of Corporation</u>	<u>Type of Entity</u>	<u>State</u>
Coastal Towing, Inc.	Corporation	Texas
Kirby Inland Marine, LP	Limited Partnership	Delaware

2. Kirby Inland Marine, LP, a Delaware limited partnership (the "Surviving Entity"), owns 100% of the issued and outstanding shares of Coastal Towing, Inc., a Texas corporation.

3. A copy of the resolution of the Surviving Entity approving the merger is attached hereto as Exhibit A.

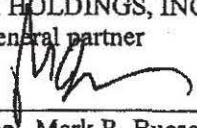
4. The address of the registered office of the Surviving Entity in the State of Delaware is 1209 Orange Street, Wilmington, Delaware 19801.

5. The Surviving Entity will be responsible for the payment of all fees and franchise taxes required by law for Coastal Towing, Inc., whether due now or to become due at a future date, and the Surviving Entity will be obligated to pay such fees and franchise taxes if the same are not timely paid.

Executed as of this 19<sup>th</sup> day of February, 2007.

KIRBY INLAND MARINE, LP  
a Delaware limited partnership

By: KIM HOLDINGS, INC.,  
its general partner

By:   
Name: Mark R. Buese  
Title: Senior Vice President

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**EXHIBIT A**  
**UNANIMOUS WRITTEN CONSENT OF THE PARTNERS OF**  
**KIRBY INLAND MARINE, LP**

[See attached.]

**UNANIMOUS CONSENT OF PARTNERS**

**OF**

**KIRBY INLAND MARINE, LP**

Dated February 14, 2007

The undersigned, constituting the all of the partners of Kirby Inland Marine, LP, a Delaware limited partnership (the "Partnership"), pursuant to the laws of the state of incorporation and the limited partnership agreement of the Partnership, do hereby consent that when the undersigned have signed this consent or an exact counterpart hereof, the resolutions set forth below shall be deemed to have been adopted to the same extent and with the same force and effect as if adopted at a formal meeting of the partners of the Partnership, duly called and held for the purpose of acting upon proposals to adopt such resolutions.

WHEREAS, the Partnership is the owner and holder of all of the issued and outstanding shares of stock of Coastal Towing, Inc., a Texas corporation ("Coastal").

WHEREAS, the partners of the Partnership deem it in the best interest of the Partnership to enter into an agreement of merger (the "Merger Agreement"), pursuant to which Coastal will merge into the Partnership (the "Merger").

RESOLVED, that Coastal merge into the Partnership, with the Partnership being the surviving entity, thereby assuming all of the obligations and liabilities of Coastal.

RESOLVED, that the Merger Agreement, substantially in the form attached to these resolutions as Exhibit A, is hereby approved and adopted.

RESOLVED, that the limited partnership agreement of the Partnership as existing immediately prior to the Merger shall continue in effect upon the Merger.

RESOLVED, that the General Partner and each of the appropriate officers of the Partnership be, and hereby are, authorized, empowered and directed to execute and deliver, by and on behalf of the Partnership, for filing with the Secretary of State of the State of Delaware a Certificate of Merger containing the matters prescribed by statute, in order to effect the Merger in accordance with the provisions of Section 17-211 of the Delaware Revised Uniform Limited Partnership Act.

RESOLVED, that the General Partner and each of the appropriate officers of the Partnership be, and hereby are, authorized, empowered and directed to execute and deliver, by and on behalf of the Partnership, for filing with the Secretary of State of the State of Texas Articles of Merger containing the matters prescribed by statute, in order to effect the Merger in accordance with the provisions of Article 5 of the Texas Business Corporation Act.

RESOLVED, that the General Partner is hereby authorized and empowered for, on behalf and in the name of the Partnership, to make, execute and deliver any and all agreements and documents and do and perform all additional acts which such officers deem necessary or appropriate to carry out the Merger and the intent of this resolution.

RESOLVED, that all previous action taken or agreements entered into by the General Partner and the officers or representatives of the Partnership on behalf of the Partnership in negotiating or carrying out the Merger into full force and effect are hereby ratified, confirmed, approved and adopted as duly authorized acts of the Partnership in all respects and for all purposes.

**GENERAL PARTNER**

KIM HOLDINGS, INC.

By: 

Mark R. Buese  
Senior Vice President

**LIMITED PARTNER**

KIM Partners, LLC

By: 

Mark R. Buese  
Manager

Exhibit A

**AGREEMENT OF MERGER**

[See attached.]

